

HELM-PACIFIC LEASING

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

March 30, 2006

RECORDATION NO. 18364-D FILED

APR 03 '06

10-48 AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

SURFACE TRANSPORTATION BOARD



RE: Termination of Lease of Railroad Equipment dated as of February 1, 2006 by Helm-Pacific Leasing ("Termination").

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address of Lessee: North American Salt Company
9900 West 109th Street 6th Floor
Overland Park, KS 66210

Equipment: 53 Boxcars
HCGX 1000-1055

Please record this Termination as a supplemental agreement to STB Recordation No. **18364** filed on August 16, 1993. The filing fee of \$33.00 is included in our enclosed check.

Summary: Termination of Lease of Railroad Equipment dated as of February 1, 2006 by Helm-Pacific Leasing for 53 boxcars, HCGX 1000-1055, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 18364.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

APR 03 '06

10-48 AM

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of February 1, 2006 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of March 29, 1993, as amended by Amendment No. 1 dated as of November 2, 1993, Amendment No. 2 dated as of May 15, 1995, Amendment No. 3 dated as of June 30, 1998 and Amendment No. 4 dated as of May 2, 2001 ("Lease"), with **North American Salt Company**, a Delaware corporation, with respect to the railcars described in Schedule A attached hereto ("Units"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Nos. 18364, 18364-A, 18364-B and 18364-C filed on August 16, 1993, July 21, 1995, October 16, 1998 and April 5, 2002, respectively.

The Units covered under the Lease were terminated from the Lease on July 1, 2005. The purpose of this Termination is to provide a formal termination of the Lease for filing with the STB.


2. **Termination of Lease.** Lessor hereby declares for the public record that the Lease is formally fully terminated with respect to the Units.

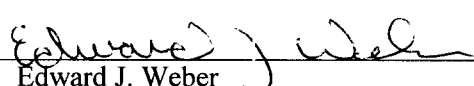
IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease of Railroad Equipment to be signed in its corporate name as of the date first above written.

HELM-PACIFIC LEASING

By: **Helm Pacific Corporation,**
a General Partner

By: **Union Pacific Venture Leasing, Incorporated,**
a General Partner

By: 
Name: John F. Dains
Title: President and CEO

By: 
Name: Edward J. Weber
Title: President

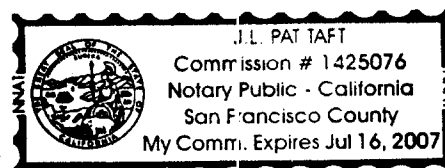
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 2, 2006 before me, J. L. Pat Taft, personally appeared John F. Dains, President and CEO of Helm Pacific Corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature

J. L. Pat Taft



(Seal)

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

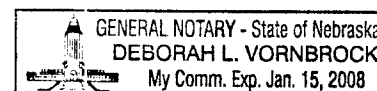
On February 21, 2006 before me, Deborah L. Vornbrock, personally appeared Edward J. Weber, President of Union Pacific Venture Leasing, Incorporated, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature

Deborah L. Vornbrock

(Seal)



SCHEDULE A

To the Termination of Lease of Railroad Equipment dated February 1, 2006

Description of the Unit: Fifty-three (53) boxcars.

Units Mark and Numbers:

HCGX 1000, 1001, 1003-1017, 1019-1051, 1053-1055